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Commonwealth of Kentucky

Department of State



Office of Secretary of State

THELMA L. STOVALL, SECRETARY

ARTICLES OF INCORPORATION

I, THELMA L. STOVALL, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

T. C. BROWN AND ASSOCIATES, INC.

Lexington, Kentucky

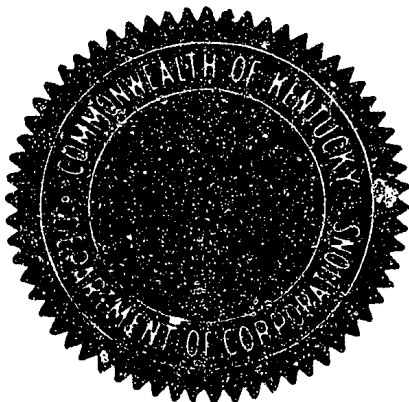
duly signed and acknowledged according to law, have this day been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid

Witness my official signature this 28th day

of January, 1972.

Thelma L. Stovall

Secretary of State *LM*



SECRETARY OF STATE

Assistant Secretary of State

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SECRETARY OF STATE
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MAY 28 1972
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Commonwealth of Kentucky

ARTICLES OF INCORPORATION
OF

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T. C. BROWN AND ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That I, THOMAS C. BROWN, of Lexington, Fayette County, Kentucky, do hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the Commonwealth of Kentucky.

ARTICLE I

The name of the corporation shall be T. C. Brown and Associates, Inc..

ARTICLE II

The registered and principal office of said corporation shall be located at Lot 63, 1063 New Circle Road, Lexington, Fayette County, Kentucky.

ARTICLE III

The duration of said corporation shall be perpetual.

ARTICLE IV

The nature of business proposed to be transacted and carried on by this corporation shall be to build, erect, construct, demolish,

improve, repair, remodel, operate, rent and/or lease apartment houses and/or other buildings and/or structures in the State of Kentucky or elsewhere. The corporation shall have authority to undertake any other enterprises or businesses or transactions associated with the promotion of the best interests of the corporation and the doing of all things necessary or in connection therewith for the carrying on of such business that may seem proper by the Board of Directors to the same extent that natural persons might or could do, to include but not limited to the following:

(a) To purchase, contract for, own, sell, operate, mortgage, lease, rent, improve, convey and/or deal generally in and with real estate.

(b) To draw, accept, endorse, guarantee, execute, buy, sell and deliver bills of exchange, promissory notes, mortgages, bonds, debentures, and any and all other kinds of negotiable or non negotiable documents, including any and all types of instruments of indebtedness to secure the payment of any obligation.

(c) It shall have the power to own any and all other corporations, and shall have the power to organize such other corporations or corporation as it may deem necessary or to its best interests in the carrying on of its business.

ARTICLE V

The total authorized capital stock of this corporation shall consist of One Hundred Shares (100), which shall be designated as common stock of no par value. Each share of common stock outstanding shall be entitled to One (1) vote in the affairs of the corporation.

ARTICLE VI

Stockholders of the corporation, their respective addresses, and the number of shares of stock subscribed to by each at the time of the organization of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Thomas C. Brown	Lot 63, 1063 New Circle Road Lexington, Kentucky	100-common no par value

ARTICLE VII

The corporate powers, business and property of this corporation shall be exercised, managed, conducted and controlled by a Board of Directors, elected by the voting stockholders, as the laws of the Commonwealth of Kentucky require, and for which the by-laws of the corporation provide. The Board of Directors shall consist of three (3) members, and each shall hold office for one (1) year from date of election or until their respective successors shall be duly elected and qualified. A majority of the Board of Directors shall always constitute a quorum for the transaction of business. The number of directors to be elected at the first meeting of the shareholders shall be three (3).

ARTICLE VIII

The corporation shall commence business as soon as practicable after the filing of these Articles of Incorporation in the Office of the Secretary of State of Kentucky, and in the Office of the Clerk of Fayette County, Kentucky, and after One Thousand Dollars (\$1,000.00) of capital shall have been paid into the corporate treasury.

ARTICLE IX

The agent for service of process upon this corporation shall be Thomas C. Brown, Lot 63, 1063 New Circle Road, Lexington, Fayette County, Kentucky.

ARTICLE X

There shall be no limit on the amount of indebtedness the corporation may incur.

ARTICLE XI

The private property of the stockholders of the corporation shall not be subject to payment of the debts of the corporation.

IN WITNESS WHEREOF, the undersigned has signed and acknowledged to be bound by the contents of these Articles of Incorporation, this the 25th day of January, 1972.

Thomas C. Brown
THOMAS C. BROWN

STATE OF KENTUCKY)
COUNTY OF FAYETTE) Sct.

The foregoing Articles of Incorporation of T. C. Brown and Associates, Inc. was acknowledged before me this 28th day of January, 1972, by Thomas C. Brown.

My Commission expires April 17, 1974.

Marion Ester
NOTARY PUBLIC, State at Large, Ky.
ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

This instrument prepared by:
KELLER AND HUGHES

207 West Short Street
Lexington, Kentucky 40507

James Stovall

JAN 28 1972

- 4 Elizabeth L. Stovall
SECRETARY OF STATE
BY Thelma L. Stovall
ASSISTANT SECRETARY OF STATE *by LM*